

**IN THE UNITED STATES DISTRICT COURT FOR
THE DISTRICT OF DELAWARE**

STEPHEN PAGE, Individually And On Behalf
Of All Others Similarly Situated,

Plaintiff,

v.

ALON USA ENERGY INC., EZRA UZI
YEMIN, RONALD W. HADDOCK, ZALMAN
SEGAL, DAVID WIESSMAN, FREDEREC C.
GREEN, ASSAF BINZBURG, WILLIAM J.
KACAL, ILAN COHEN, MARK D. SMITH,
AVIGAL SOREQ, and FRANKLIN R.
WHEELER,

Defendants.

Case No. 1:17-cv-00671-RGA

CLASS ACTION

STIPULATION OF DISMISSAL AND ~~PROPOSED~~ ORDER

WHEREAS, on June 2, 2017, Plaintiff Stephen Page ("Plaintiff") filed a putative Class Action Complaint for Violation of the Securities Exchange Act of 1934 (the "Complaint") in the above-captioned action (the "Action");

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities and Exchange Act of 1934 and Rule 14a-9 promulgated thereunder relating to disclosures made in a definitive proxy statement filed with the United States Securities and Exchange Commission (the "SEC") on or around May 30, 2017 (the "Proxy Statement") in connection with the proposed acquisition of Alon USA Energy Inc. ("Alon" or the "Company") by Delek US Holdings, Inc. ("Delek") ("Transaction");

WHEREAS, on June 7, 2017, Plaintiff filed a Motion for Preliminary Injunction ("Injunction Motion") and a Motion to Shorten Time and for Expedited Hearing ("Expedition

Motion”) (collectively, the “Motions”); and the parties subsequently conferred in an effort to resolve the Motions;

WHEREAS, on June 16, 2017, Alon filed a Form 8-K with the SEC that contained certain additional information, which mooted the claims raised in the Plaintiff’s Complaint and asserted as the basis for the Injunction Motion (the “Supplemental Disclosures”);

WHEREAS, on June 19, 2017, Plaintiff withdrew the Motions after reviewing the Supplemental Disclosures and determining that the basis for the Motions had been mooted by the Supplemental Disclosures;

WHEREAS, Plaintiff also believes that sufficient information has been disclosed to warrant dismissal of the Complaint as moot;

WHEREAS, Defendants expressly deny that Plaintiff ever asserted any viable claim that could now be considered moot, but concur that such dismissal is appropriate because no viable claim exists;

WHEREAS, Plaintiff intends to submit to the Court an application for an award of attorneys’ fees and reimbursement of expenses on the basis that Alon shareholders substantially benefited from the Supplemental Disclosures (the “Fee and Expense Application”);

WHEREAS, Defendants expressly deny that the Complaint states any claim, and continue to deny that they committed or aided and abetted in any violation of law, or engaged in any of the wrongful acts alleged in the Complaint, and expressly maintain that they have diligently complied with all of their legal obligations;

WHEREAS, each Defendant reserves all rights and defenses, including without limitation the right to oppose any Fee and Expense Application;

WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff or his attorneys and no promise or agreement to give any such compensation has been made, nor has any discussion relating to such compensation taken place between the parties; and

WHEREAS, no class has been certified in the Action.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by the undersigned parties, through their attorneys and subject to the Court's approval, that:

1. Plaintiff voluntarily dismisses this action with prejudice (as to himself only) as moot.
2. This Court retains continuing jurisdiction over the parties in the Action solely for purposes of further proceedings related to the adjudication of Plaintiff's anticipated Fee and Expense Application.
3. This Order is entered without prejudice to any defense or arguments any party may assert with respect to the anticipated Fee and Expense Application or any matter related thereto, which includes Defendants' right to challenge the basis for, as well as the amount of, the anticipated Fee and Expense Application.

Dated: June 30, 2017

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Counsel for Defendants

Respectfully submitted,

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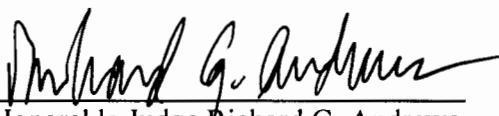
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Counsel for Defendants

SO ORDERED this 30th day of June, 2017.



Honorable Judge Richard G. Andrews
United States District Judge